

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	Case No. 01-01139 JKF
W.R. Grace & Co., <i>et al.</i>	:	(Jointly Administered)
	:	
Debtors.	:	

**DECLARATION OF MICHAEL J. POWERS REGARDING  
CERTAIN LIABILITY POLICIES PURSUANT TO THE INSTRUCTIONS OF  
THE COURT STATED ON THE RECORD AT THE PRE-TRIAL HEARING**

I, Michael J. Powers, do hereby declare as follows:

1. I am Assistant Vice President – Direct Claims at Resolute Management, Inc. – New England Division (“Resolute-NE”), with offices at Two Central Square, Cambridge, Massachusetts 02139-3111.
2. Resolute-NE has been designated by Government Employees Insurance Company (“GEICO”) as its Third-Party Administrator with respect to certain claims and coverage issues related to certain policies of insurance issued by GEICO to W.R. Grace & Company, *et al.*
3. Resolute-NE has been designated by Republic Insurance Company n/k/a Starr Indemnity & Liability Company (“Republic”) as its Third-Party Administrator with respect to certain claims and coverage issues related to certain policies of insurance issued by Republic to W.R. Grace & Company, *et al.*
4. Resolute-NE has been designated by Seaton Insurance Company, as successor in interest to Unigard Mutual Insurance Company and Unigard Security Insurance Company (“Seaton”), as its Claims Administrator with respect to certain claims and coverage issues related to certain policies of insurance issued by Seaton to W.R. Grace & Company, *et al.*

5. I am the Resolute-NE employee responsible for handling this litigation, and I am familiar with the excess liability policies issued by GEICO, Republic, and Seaton that are at issue here.

6. I make this declaration for the purpose of authenticating and introducing the attached insurance policies into evidence in Phase I of the Confirmation Hearing on the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated February 27, 2009 (D.I. 20872), scheduled to be held in Pittsburgh, Pennsylvania beginning on June 22, 2009. This declaration is submitted in lieu of live testimony on this subject, pursuant to the instructions of the Court stated on the record at the pre-trial hearing held on June 18, 2009 in Pittsburgh, Pennsylvania.

7. Attached hereto as Trial Exhibit GRS-8 is a true and correct copy of GEICO Policy No. GXU 30031, issued to W.R. Grace & Company, *et al.*, by Government Employees Insurance Company for the period 6/30/81 to 6/30/82, as obtained from records maintained by GEICO in the regular course of business.<sup>1</sup>

8. Attached hereto as Trial Exhibit GRS-9 is a true and correct copy of GEICO Policy No. GXU 30152, issued to W.R. Grace & Company, *et al.*, by Government Employees Insurance Company for the period 6/30/82 to 6/30/83, as obtained from records maintained by GEICO in the regular course of business.

---

<sup>1</sup> The insurance policies attached hereto as Trial Exhibits have been pre-marked for identification pursuant to Paragraph 10 of the Third Amended Case Management Order Related to the First Amended Joint Plan of Reorganization (D.I. 21544).

9. Attached hereto as Trial Exhibit GRS-10 is a true and correct copy of GEICO Policy No. GXO 30267, issued to W.R. Grace & Company, *et al.*, by Government Employees Insurance Company for the period 6/30/83 to 6/30/84, as obtained from records maintained by GEICO in the regular course of business.

10. Attached hereto as Trial Exhibit GRS-11 is a true and correct copy of Republic Policy No. CDE 749, issued to W.R. Grace & Company, *et al.*, by Republic Insurance Company for the period 6/30/83 to 6/30/84, as obtained from records maintained by Republic in the regular course of business.

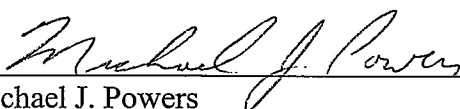
11. Attached hereto as Trial Exhibit GRS-12 is a true and correct copy of Republic Policy No. CDE 750, issued to W.R. Grace & Company, *et al.*, by Republic Insurance Company for the period 6/30/83 to 6/30/84, as obtained from records maintained by Republic in the regular course of business.

12. Attached hereto as Trial Exhibit GRS-13 is a true and correct copy of London Policy No. 79 DD 1633C (also referenced as Cover Note No. PY107779), issued to W.R. Grace & Company, *et al.*, by Certain London Market Insurance Companies for the period 6/30/79 to 6/30/82, obtained from records maintained by GEICO in the regular course of business, certain terms of which may be incorporated by reference into GEICO Policy No. GXU 30031 (Ex. A).

13. Attached hereto as Trial Exhibit GRS-14 is a true and correct copy of London Policy No. KYO 17582, issued to W.R. Grace & Company, *et al.*, by Certain London Market Insurance Companies for the period 6/30/82 to 6/30/85, as obtained from records maintained by Republic in the regular course of business, certain terms of which may be incorporated by reference into GEICO Policy No. 30152 (Ex. B), GEICO Policy No. 30267 (Ex. C), Republic Policy No. CDE 749 (Ex. D), and Republic Policy No. CDE 750 (Ex. E).

14. Attached hereto as Trial Exhibit GRS-16 is a true and correct copy of Seaton Policy No. 1-2517, issued to W.R. Grace & Company, *et al.*, by Unigard Mutual Insurance Company for the period 6/30/74 to 6/30/75, as obtained from records maintained by Seaton in the regular course of business.

I, Michael J. Powers, do hereby declare under penalty of perjury that the foregoing is true and correct. Executed on June 19, 2009 at Cambridge, Massachusetts.

  
\_\_\_\_\_  
Michael J. Powers